

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.
and LAW DEBENTURE TRUST COMPANY OF NEW
YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

Civil Action No. 04-1494-JJF

PUBLIC VERSION

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

Civil Action No. 05-499-JJF

PUBLIC VERSION

DECLARATION OF JOHN W. BREWER

JOHN W. BREWER declares as follows:

1. I am a member of the bar of the United States District Court for the Southern District of New York, admitted pro hac vice to the Bar of this Court, and Special Counsel with the firm of Fried, Frank, Harris, Shriver & Jacobson LLP, counsel to Plaintiff Magten Asset Management Corporation ("Magten") in connection with the above captioned action. I submit this declaration (the "Declaration") in support of Plaintiffs' Emergency Motion Seeking Orders (A) Shortening the Briefing Schedule Under Local Rule 7.1.2 and Setting a Hearing Date Before the Special Master; (B) Determining Privilege Status of Documents Northwestern Seeks to Recall Under Claim of Inadvertent Production and Privilege; (C) Compelling the Production of Non-Privileged Documents; (D) Compelling the Production of Documents Produced in Illegible Form; (E) Extending the Period for Completing Depositions; and (F) Assessing

Fees and Costs Against NorthWestern.

2. Attached hereto as Exhibit 1 is a true and correct copy of a Cease and Desist Order dated March 7, 2007, issued by the federal Securities and Exchange Commission against defendant NorthWestern.

3. Attached hereto as Exhibit 2 is a true and correct copy of Responses and Objections of NorthWestern to Magten's Interrogatories, served on March 28, 2007.

4. Attached hereto as Exhibit 3 is a true and correct copy of pertinent pages of a hearing transcript from a hearing held before Special Master John E. James on January 29, 2007.

5. Attached hereto as Exhibit 4 is a true and correct copy of a letter dated April 5, 2007 from counsel for NorthWestern to counsel for Magten.

6. Attached hereto as Exhibit 5 is a true and correct copy of an email sent at 10:57 p.m. on April 5, 2007 from counsel for NorthWestern transmitting Exhibit 4.

7. Attached hereto as Exhibit 6 is a true and correct copy of an email sent at 3:22 p.m. on April 5, 2007 from John Brewer, counsel for Magten, to defendants' counsel.

8. Attached hereto as Exhibit 7 is a true and correct copy of the Privilege Log and accompanying Privilege Log Name References produced by counsel for NorthWestern on March 23, 2007.

9. Attached hereto as Exhibit 8 is a true and correct copy of a Supplemental Privilege Log and accompanying Privilege Log Name References produced by counsel for NorthWestern on April 5, 2007.

10. Attached hereto as Exhibit 9 is a true and correct copy of a chart prepared by counsel for Magten regarding the documents referenced in counsel for NorthWestern's letter of April 5, 2007 (Exhibit 4).

11. Attached hereto as Exhibit 10 is a true and correct copy of a letter dated April 11, 2007 from counsel for Magten to counsel for NorthWestern.

12. Attached hereto as Exhibit 11 is a true and correct copy of a letter dated February 12, 2007 from counsel for NorthWestern.

13. Attached hereto as Exhibit 12 is a true and correct copy of a letter dated March 23, 2007 from counsel for NorthWestern.

14. Attached hereto as Exhibit 13 is a true and correct copy of a letter dated April 12, 2007 from counsel for NorthWestern to counsel for Magten.

15. Attached hereto as Exhibit 14 is a true and correct copy of another letter dated April 12, 2007 from counsel for NorthWestern to counsel for Magten.

16. Attached hereto as Exhibit 15 is a true and correct copy of a letter dated April 11, 2007 from counsel for NorthWestern to counsel for Magten.

17. Attached hereto as Exhibit 16 is a true and correct copy of a letter dated April 9, 2007 from counsel for NorthWestern to counsel for Magten.

18. Attached hereto as Exhibit 17 is a true and correct copy of a letter dated March 14, 2007 from counsel for Magten to counsel for NorthWestern..

19. Attached hereto as Exhibit 18 is a true and correct redacted copy of a letter dated March 29, 2007 from counsel for Magten to counsel for NorthWestern.

20. Attached hereto as Exhibit 19 is a true and correct copy of a letter dated April 5, 2007 from counsel for Magten to counsel for NorthWestern.

21. Attached hereto as Exhibit 20 is a true and correct copy of a letter dated April 10, 2007 from counsel for Magten to counsel for NorthWestern.

22. Attached hereto as Exhibit 21 is a true and correct copy of a letter dated January 26, 2007 from counsel for Magten to counsel for NorthWestern.

23. Attached hereto as Exhibit 22 is a true and correct copy of another letter dated March 14, 2007 from counsel for Magten to counsel for NorthWestern.

24. Attached hereto as Exhibit 23 is a true and correct copy of a letter dated March 19, 2007 from counsel for Magten to counsel for NorthWestern.

25. Attached hereto as Exhibit 24 is a true and correct copy of a letter dated March 28, 2007 from counsel for Magten to counsel for NorthWestern.

26. Attached hereto as Exhibit 25 is a true and correct copy of a letter dated March 30, 2007, from counsel for Magten to counsel for NorthWestern.

27. Attached hereto as Exhibit 26 is a true and correct copy of another letter dated April 11, 2007 from counsel for Magten to counsel to NorthWestern.

I declare under the penalty of perjury under the laws of the United States that the above statements are true and correct.

Dated: New York, New York
April 13, 2007

By: 
John W. Brewer

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